1978

c 131 The Macdonald Stewart Community Art Centre Act, 1978

Ontario

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The Macdonald Stewart Community Art Centre Act, 1978, SO 1978, c 131

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CHAPTER 131

An Act to incorporate
The Macdonald Stewart Community Art Centre

Assented to November 30th, 1978

WHEREAS The Corporation of the City of Guelph, the University of Guelph, The Wellington County Board of Education, and The Corporation of the County of Wellington hereby apply for special legislation to incorporate The Macdonald Stewart Community Art Centre and whereas it is expedient to grant the application;

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

1. In this Act,

(a) "Board" means the Board of Trustees of the Centre;

(b) "Centre" means The Macdonald Stewart Community Art Centre;

(c) "property" means real or personal property and any interest therein;

(d) "Sponsoring Bodies" means, The Corporation of the City of Guelph, the University of Guelph, The Wellington County Board of Education, and The Corporation of the County of Wellington or such other bodies as may be added thereto or substituted therefor by the Board.

2.—(1) There is hereby constituted a corporation without share capital under the name "The Macdonald Stewart Community Art Centre".

(2) The Centre shall consist of the general members of the Centre and the members for the time being of the Board.
3. The objects of the Centre are, for charitable purposes,

(a) to provide facilities for and to conduct programs of education in the origin, development, appreciation and techniques of the visual arts for the student bodies of The Wellington County Board of Education and other educational institutions and for the community at large;

(b) to operate a community art centre to provide art gallery services for the general benefit of the community;

(c) to cultivate and advance the cause of the visual arts in the City of Guelph and in the County of Wellington and area;

(d) to collect and exhibit works of art and displays and to maintain and operate a gallery and related facilities as required for this purpose; and

(e) to stimulate the interest of the public in matters undertaken by the Centre.

4. (1) The affairs of the Centre shall be managed and controlled by the Board which shall consist of not less than fifteen and not more than twenty-five trustees as follows:

1. Three persons appointed by The Corporation of the City of Guelph.

2. Three persons appointed by the University of Guelph.

3. Three persons appointed by The Wellington County Board of Education.

4. Three persons appointed by The Corporation of the County of Wellington.

5. Three other persons elected by the general membership of the Centre.

6. Such other persons appointed by the other Sponsoring Bodies, if any, in such number as may be determined, from time to time, by the Board, not to exceed three in number for each such other Sponsoring Body.

(2) Where a Sponsoring Body fails to make sufficient appointments, the Board may provide for additional appointments by one or more of the other Sponsoring Bodies.
(3) A trustee appointed or elected under subsection 1 shall hold office for a term of two years and until his successor is appointed or elected, as the case may be.

(4) Notwithstanding subsection 3, a Sponsoring Body may terminate at any time the term of any trustee appointed by that Sponsoring Body.

(5) Where a vacancy occurs on the Board, the vacancy may be filled by appointment by the body that appointed or elected the trustee whose office is vacant, and a person so appointed shall hold office for the remainder of the term of his predecessor.

(6) A trustee is eligible for reappointment or re-election, as the case may be.

(7) The trustees shall annually elect from among themselves a chairman and one or more vice-chairmen.

(8) The chairman shall preside at all meetings of the Board and, in his absence, a vice-chairman shall preside, and, in the absence of the chairman and the vice-chairmen, the members present at a meeting shall elect one of themselves to preside.

(9) The trustees shall serve without compensation, and no trustee shall, directly or indirectly, receive any remuneration as such but reasonable expenses incurred by any trustee in the performance of his duty may be paid.

5. The Board may,

(a) make by-laws, rules and regulations,

(i) for the administration of its affairs including the fixing of a quorum of the Board, such quorum to be not fewer than eight in number and to consist of at least six persons appointed by the Sponsoring Bodies,

(ii) governing the use by the public of the facilities, property and equipment of the Centre and requiring the payment of fees for the admission of the public or any class thereof to such facilities and property, and prescribing the amounts of such fees,

(iii) providing for classes of general membership in the Centre and prescribing the qualifications,
powers and terms of the general membership and the fees to be paid therefor, and providing for and regulating meetings of the general members,

(iv) governing the election of trustees to the Board by the general membership of the Centre under paragraph 5 of subsection 1 of section 4,

(v) governing the election of new trustees where a vacancy occurs among the persons elected to the Board under paragraph 5 of subsection 1 of section 4, and

(vi) adding or substituting Sponsoring Bodies and providing for the appointment of trustees by such additional or substituted Sponsoring Bodies;

(b) appoint a Director of the Centre;

(c) appoint, promote, transfer or remove such officers and clerks and servants as the Board considers necessary from time to time for the proper conduct of the affairs of the Centre and the Board may delegate all or a part of the authority for so doing to the Director;

(d) fix the number, duties, salaries, qualifications and tenure of office or employment and other emoluments of officers and members of the staff of the Centre;

(e) provide for the retirement and superannuation of persons mentioned in clauses b and c;

(f) appoint by resolution a trustee or trustees of the Board, or any other person or persons, to execute on behalf of the Board any documents or other instruments in writing and to affix the corporate seal of the Centre thereto;

(g) appoint an executive committee composed of the chairman, a vice-chairman and five trustees of the Board and delegate to the executive committee such powers of the Board as the Board may, from time to time, decide;
(h) appoint other committees from the trustees of the Board and such other committees as are considered desirable, and confer upon any such committees authority to act for the Board with respect to any matter or any class or classes of matters;

(i) enter into agreements with any association or organization to promote the objects of the Centre;

(j) enter into agreements with one or more universities, colleges, schools or school boards consistent with the objects of the Centre; and

(k) generally conduct and manage the business and affairs of the Centre.

6. The fiscal year of the Centre may be determined by the Board, from time to time, by by-law.

7. —(1) Notwithstanding any general or special Act, but subject to subsection 3, each of the Sponsoring Bodies may give financial and other support to the Centre as each of them may, from time to time, determine in writing.

(2) No Sponsoring Body shall have any obligation to subsidize operating or other costs of the Centre.

(3) Grants paid to The Wellington County Board of Education or to the University of Guelph out of moneys appropriated or raised by the Legislative Assembly of Ontario for educational purposes shall not be used to give financial or other support to the Centre.

8. The Centre has, in addition to the powers, rights and privileges mentioned in clauses (a) and (c) of section 26 of The Interpretation Act, the power to purchase or otherwise acquire, take or receive by gift, bequest or devise and to hold and enjoy any estate or property whatsoever, and to sell, grant, convey, mortgage, lease or otherwise dispose of the estate or property or any part thereof from time to time and as occasion may require, subject to the provisions of section 16 of this Act, and to acquire other estate or property in addition thereto or in place thereof without licence in mortmain and without limitation as to the period of holding any property actually required for the use and occupation of the Centre, but the rights and privileges mentioned in clause (b) of section 26 of The Interpretation Act are hereby expressly excluded.
9. The property vested in the Centre is not liable to taxation for municipal or school purposes, so long as it is actually used and occupied for the purposes of the Centre.

10. Real property vested in the Centre is not liable to be entered upon, used or taken by any corporation, except a municipal corporation, or by any person possessing the right of taking real property compulsorily for any purpose, and no power to expropriate real property conferred after the 8th day of July, 1966, shall extend to such property unless in the Act conferring the power it is made in express terms to apply thereto.

11. The property and the income, revenues, issues and profits of all property of the Centre shall be applied solely to achieving the objects of the Centre.

12. Subject to the prior written approval of all the Sponsoring Bodies, the Board may borrow money upon the credit of the Centre, and may issue bonds, debentures or other securities of the Centre, and may pledge or sell them for such sums or at such prices as may be considered expedient or necessary, and, subject to section 16, the Board may, with the prior written approval of all the Sponsoring Bodies, hypothecate, mortgage or pledge all or any of the real or personal property, rights or powers of the Centre to secure any bonds, debentures or other securities and any indebtedness of or money borrowed for the purposes of the Centre.

13. The funds of the Centre not immediately required for its purposes and the proceeds of all property that come to the Centre, subject to any trust or trusts affecting them, may be invested in such investments as the Board considers proper.

14. The Board shall appoint one or more auditors licensed under The Public Accountancy Act to audit the accounts and transactions of the Centre at least once a year and the Board shall forward copies of the auditor's report to each of the Sponsoring Bodies.

15.—(1) The Board shall prepare, within six months of the end of its fiscal year, an annual report on the affairs of the Centre.

(2) Upon the request of the Lieutenant Governor in Council, the Board shall submit to the Lieutenant Governor its annual report and shall submit such other reports as the Lieutenant Governor may request from time to time.
(3) The Board shall submit to the Sponsoring Bodies its annual report and such other reports as any of the said Bodies may request from time to time.

16. Nothing in this Act authorizes the Board to alienate, hypothecate, mortgage or pledge any real or personal property given, devised or bequeathed to it with a condition annexed to such gift that the property shall not be alienated, hypothecated, mortgaged or pledged.

17. In the event of a conflict between any provisions of this Act and any provision of The Corporations Act and The Mortmain and Charitable Uses Act, the provisions of this Act prevail.

18. This Act comes into force on the day it receives Royal Assent.
